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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

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-02/13/98--01058--010  
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SUBJECT: Brooklyn - Morgan, Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Maurice P. Shuman, Jr.  
(Name of Person)

Brooklyn - Morgan, Inc.  
(Firm/Company)

286 - 5 Solana Rd., Suite 123  
(Address)

Ponte Vedra, FL. 32082  
(City, State and Zip Code)

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DIVISION OF CORPORATIONS  
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Should you need to call someone concerning this matter, please call:

Maurice P. Shuman, Jr. at ( 904 ) 285 - 2381.  
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

# APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE  
STATE OF FLORIDA:

1. Brocklyn - Morgan, Inc.

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or  
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person  
or partnership if not so contained in the name at present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. \_\_\_\_\_

(FEI number, if applicable)

4. 1/2/98

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 1/2/98

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. Brocklyn - Morgan, Inc.

226-5 Solana Rd., Suite 123, Ponte Vedra, Fl. 32082

(Current mailing address)  
1313 N. Market Street, Wilmington, DE 19801-1151

8. Marketing / long distance telephone marketing service  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: Maurice P. Shuman Jr.

Office Address: 226-5 Solana Rd., Suite 123

Ponte Vedra, Fl., Florida, 32082  
(Zip Code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated  
corporation at the place designated in this application, I hereby accept the appointment as  
registered agent and agree to act in this capacity. I further agree to comply with the provisions  
of all statutes relative to the proper and complete performance of my duties, and I am familiar  
with and accept the obligations of my position as registered agent.

Maurice P. Shuman Jr.  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to  
delivery of this application to the Department of State, by the Secretary of State or other official  
having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Maurice P. Shuman, Jr.  
Address: 286-5 Solana Rd., Suite 123  
Ponte Vedra, Fl. 32082

Vice Chairman: Same  
Address: \_\_\_\_\_

Director: Same  
Address: \_\_\_\_\_

Director: Same  
Address: \_\_\_\_\_

B. OFFICERS

President: Maurice P. Shuman, Jr.  
Address: 286-5 Solana Rd., Suite 123  
Ponte Vedra, Fl. 32082

Vice President: Same  
Address: \_\_\_\_\_

Secretary: Same  
Address: \_\_\_\_\_

Treasurer: Same  
Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Maurice P. Shuman, Jr., President  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Maurice P. Shuman, Jr., President  
(Typed or printed name and capacity of person signing application)

*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BROCKLYN-MORGAN, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JANUARY, A.D. 1998.



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A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE:

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